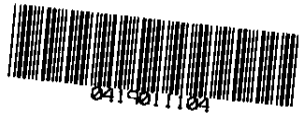


3/3

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Doc#: 0419011104
Eugene "Gene" Moore Fee: \$30.00
Cook County Recorder of Deeds
Date: 07/08/2004 12:04 PM Pg: 1 of 4

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

DAVID A. KALLICK
TISHLER & WALD, LTD.
200 S. WACKER DRIVE
SUITE 3000
CHICAGO, IL 60606

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

D2 MS
8225003

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
CARLYLE AT STONEGATE DEVELOPMENT, LLC

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
664 MILWAUKEE AVENUE, SUITE 200 PROSPECT HEIGHTS IL 60070 USA

1d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
LLC ILLINOIS 00725544 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any
 NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
FIRST NORTHWEST BANK

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
234 W. NORTHWEST HIGHWAY ARLINGTON HEIGHTS IL 60004

4. This FINANCING STATEMENT covers the following collateral:
SEE EXHIBIT "A" ATTACHED HERETO.

Box 400-CTCC

5. ALTERNATIVE DESIGNATION [if applicable]: LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable] 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [optional] All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA
COOK CO. RECORDER 4076-101

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EXHIBIT "A" TO UCC FINANCING STATEMENT

(A) All machinery, appliances, equipment, furniture and all other personal property of every kind or nature located in or on, or attached to, and used or intended to be used in connection with, or with the operation of, the real estate legally described in the financing statement addendum attached hereto ("Land"), buildings, structures, improvements or fixtures now or hereafter located or to be located on the Land, or in connection with any construction being conducted thereon, and all extensions, additions, improvements, substitutions and replacements to any of the foregoing;

(B) All building materials and goods which are procured or to be procured for use in or in connection with the improvements located upon the Land or the construction of additional improvements upon the Land, whether or not such materials and goods have been delivered to the Land;

(C) All plans, specifications, architectural renderings, drawings, licenses, permits, soil test reports, other reports of examinations or analyses of the Land or the improvements located thereon, contracts for services to be rendered to Debtor or otherwise in connection with said improvements and all other property, contracts, reports, proposals and other materials in any way relating to the Land or the improvements located thereon or the construction of additional improvements;

(D) All (a) judgments, insurance proceeds, awards of damages and settlements which may result from any damage to the Land or the improvements thereon and the property described in Paragraphs (A), (B) and (C) above or any part thereof or any rights appurtenant thereto; (b) proceeds of any sales or other dispositions of the Land and the improvements thereon and the property described in Paragraphs (A), (B) and (C) above or any part thereof; (c) contract rights, general intangibles, actions and rights in action, including, without limitation, all rights to insurance proceeds and unearned premiums arising from or relating to damage to the Land and the improvements thereon and the property described in Paragraphs (A), (B) and (C) above or any part thereof; and (d) proceeds, products, replacements, additions, substitutions, renewals and accessions of and to the Land and the improvements thereon and the property described in Paragraphs (A), (B) and (C) above or any part thereof;

(E) Any and all escrow accounts held by Secured Party or Secured Party's agent pursuant to any provision of any mortgage or security agreement executed by Debtor;

(F) Any and all after-acquired right, title or interest of Debtor in and to any of the property described in Paragraphs (A) through (E) above; and

(G) The proceeds from the sale, transfer, pledge or other disposition of any or all of the foregoing property.

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UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME		
CARLYLE AT STONEGATE DEVELOPMENT, LLC		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME
		MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME				
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
11d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	
11g. ORGANIZATIONAL ID #, if any				<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME				
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
12d. TAX ID #: SSN OR EIN		ADD'L INFO RE ORGANIZATION DEBTOR	12e. JURISDICTION OF ORGANIZATION	
12f. ORGANIZATIONAL ID #, if any				<input type="checkbox"/> NONE

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

SEE EXHIBIT "B" ATTACHED HERETO.

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

16. Additional collateral description:

17. Check only if applicable and check only one box.

Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.

- Debtor is a TRANSMITTING UTILITY
- Filed in connection with a Manufactured-Home Transaction — effective 30 years
- Filed in connection with a Public-Finance Transaction — effective 30 years

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EXHIBIT "B"

Legal Description

LOTS 333 THRU 345 IN STONEGATE BEING A RESUBDIVISION IN H. ROY BERRY COMPANY'S EAST MORELAND, BEING A SUBDIVISION OF THAT PART OF THE WEST ½ OF THE NORTHWEST ¼ OF SECTION 33 AND THAT PART OF THE EAST ½ OF THE NORTHEAST ¼ OF SECTION 32, BOTH IN TOWNSHIP 42 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING NORTHEASTERLY OF THE CHICAGO AND NORTHWESTERN RAILROAD COMPANY, IN COOK COUNTY, ILLINOIS.

P.I.N.: 03-33-109-005-0000
03-33-109-006-0000
03-33-109-007-0000
03-33-109-008-0000
03-33-109-009-0000
03-33-109-010-0000
03-33-109-011-0000
03-33-109-012-0000
03-33-109-013-0000
03-33-109-014-0000
03-33-109-015-0000

Address: 1408-1460 E. Northwest Highway
Arlington Heights, Illinois 60004